



Appendix A - Text of Amendments to Universal Market Integrity Rules and the IIROC Rules

The Universal Market Integrity Rules are hereby amended as follows:

1. The definition of “bundled order” in UMIR 1.1 is amended by:
 - a. Replacing “non-client order” with “Dealer Related Person order”.
2. The definition of “client order” in UMIR 1.1 is amended by:
 - a. Replacing “non-client order” with “Dealer Related Person order”.
3. Deleting the definition of “non-client order” in UMIR 1.1.
4. Adding the definition of “Dealer Related Person account” in UMIR 1.1 as follows:

“Dealer Related Person account” means an account that is controlled or directed by:

 - (a) an employee or Approved Person of a Dealer Member,
 - (b) an employee of an affiliate of a Dealer Member,

or

 - (c) an employee of a related entity of a Participant

whose role or function would have access to:

 - (i) a material fact or material change with respect to an issuer that is in the Dealer Member’s possession and has not been generally disclosed and would reasonably be expected to affect the price of a security of that issuer,

or

 - (ii) trading-related information that is in the Dealer Member’s possession that could reasonably be expected to affect interest in the purchase or sale of a security or the execution of a trade

where the control or direction is exercised by the employee or Approved Person outside of his or her role or function.
5. Adding the definition of “Dealer Related Person order” in UMIR 1.1 as follows:

“Dealer Related Person order” means an order for the purchase or sale of a security for a Dealer Related Person account.
6. The definition of “short-marking exempt order” in UMIR 1.1 is amended by:
 - a. Replacing “non-client” with “Dealer Related Person”.
7. Subparagraph (1)(a) of UMIR 4.1 is amended by:
 - a. Replacing “non-client order” with “Dealer Related Person order”.
8. Subparagraph (2)(a) of UMIR 4.1 is amended by:
 - a. Replacing “non-client order” with “Dealer Related Person order”.



9. Part 2 of Policy 4.1 is amended by:
 - a. Replacing “non-client order” with “Dealer Related Person order”.
10. UMIR 5.3 and Policy 5.3 are amended by:
 - a. Replacing “non-client order” with “Dealer Related Person order”.
 - b. Replacing “non-client orders” with “Dealer Related Person orders”.
11. Part 2 of Policy 5.3 is amended by:
 - a. Adding “orders” after “so that the client ranks behind principal” in the third bullet
 - b. Adding “order” after “putting terms or conditions on a principal” in the fourth bullet
12. Part 4 of Policy 5.3 is amended by:
 - a. In the last sentence of the third paragraph, adding “orders” after “principal”.
13. UMIR 6.1 is amended by:
 - a. Replacing “non-client order” with “Dealer Related Person order”.
 - b. Replacing “non-client” with “Dealer Related Person”.
14. Subparagraph (b)(x) of UMIR 6.2(1) is amended by:
 - a. Replacing “non-client order” with “Dealer Related Person order”.
15. UMIR 6.3 and Policy 6.3 are amended by:
 - a. Replacing “non-client order” with “Dealer Related Person order”.
16. Part 4 of Policy 7.1 is amended by:
 - a. Replacing “non-client orders” with “Dealer Related Person orders”.
17. UMIR 8.1 and Policy 8.1 are amended by:
 - a. Replacing “non-client order” with “Dealer Related Person order”.
18. Policy 8.1 is amended by:
 - a. Replacing “non-client” with “Dealer Related Person”.
19. Part 3 of Policy 8.1 is amended by:
 - a. In the fourth paragraph, adding “order” after “For example, an employee that has access to price information from both protected and unprotected marketplaces would be in compliance with the requirement to determine the “best available price” only if all price information from both protected and unprotected marketplaces was considered when executing a principal”.



- b. In the fourth paragraph, adding “order” after “However, a Participant will be considered not to have complied with Rule 8.1 if an employee executes a principal”.
- c. Replacing “non-client order” with “Dealer Related Person order”.

20. Subparagraph (1)(g.1) of UMIR 10.9 is amended by:

- a. Replacing “non-client order” with “Dealer Related Person order”.

21. Paragraph (1) of UMIR 10.16 is amended by:

- a. Adding “account” after “activity in a principal”.
- b. Replacing “non-client” with “Dealer Related Person account”.



The IIROC Rules are hereby amended as follows:

1. Subsection 1201(2) is amended by:

- a. Deleting the definition of “non-client accounts” or “non-client orders”
- b. Adding the definition of “Dealer Related Person account” as follows:

“Dealer Related Person account”

An account that is controlled or directed by:

- (a) an *employee* or *Approved Person* of a *Dealer Member*,
- (b) an *employee* of an *affiliate* of a *Dealer Member*,
- or
- (c) an *employee* of a *related entity* of a *Participant*

whose role or function would have access to:

- (i) a material fact or material change with respect to an issuer that is in the *Dealer Member’s* possession and has not been generally disclosed and would reasonably be expected to affect the price of a security of that issuer,
- or
- (ii) trading-related information that is in the *Dealer Member’s* possession that could reasonably be expected to affect interest in the purchase or sale of a security or the execution of a trade

where the control or direction is exercised by the *employee* or *Approved Person* outside of his or her required role or function.

- c. Adding the definition of “Dealer Related Person order” as follows:

“Dealer Related Person order”

An order for the purchase or sale of a security for a *Dealer Related Person account*.

- d. Adding the definition of “Dealer Member account” as follows:

“Dealer Member account”

An account in which a *Dealer Member* has a direct or indirect interest other than the commission charged.

- e. Adding the definition of “Participant” as follows:

“Participant”

The same meaning as set out in the Universal Market Integrity Rules, section 1.1.

- f. Adding the definition of “related entity” as follows:

“related entity”

The same meaning as set out in the Universal Market Integrity Rules, section 1.1.



2. Clause 2410(19)(ii) is amended by:
 - a. Replacing “principal trading account” with “*Dealer Member account*”.
3. Clause 2415(19)(ii) is amended by:
 - a. Replacing “principal trading account” with “*Dealer Member account*”.
4. Clause 2420(19)(ii) is amended by:
 - a. Replacing “principal trading account” with “*Dealer Member account*”.
5. Clause 2425(19)(ii) is amended by:
 - a. Replacing “principal trading account” with “*Dealer Member account*”.
6. Subsection 3214(6) is amended by:
 - a. Replacing “*non-client account*” with “*Dealer Related Person account*”.
 - b. Removing “must” and adding “if applicable”.
7. Subsection 3503(2) is amended by:
 - a. Replacing “orders for an account in which the *Dealer Member* or an *employee* or *Approved Person* of the *Dealer Member* has a direct or indirect interest, other than an interest in the commission charged” with “*Dealer Related Person orders* or orders for *Dealer Member accounts*”.
8. Subsection 3503(3) is amended by:
 - a. Replacing “partners, *Directors*, *officers*, *employees* or *Approved Persons* of a *Dealer Member*” with “*Dealer Related Person accounts*”.
9. Subsection 3945(4) is amended by:
 - a. Replacing “*non-client accounts*” with “*Dealer Related Person accounts*”
10. Clause 3946(1)(iii) is amended by:
 - a. Replacing “*non-client accounts*” with “*Dealer Related Person accounts*”.
11. Clause 3950(2)(iii) is amended by:
 - a. Replacing “employee or propriety accounts” with “*Dealer Related Person accounts* or *Dealer Member accounts*”.
12. Subsection 4424(6) is amended by:
 - a. Replacing ““pro”” with “*Dealer Related Person accounts* or *Dealer Member accounts*”.



13. Clause 4912(3)(i) is amended by:

- a. Replacing “proprietary” with “*Dealer Member account*”.

14. Clause 5110(1)(ii) is amended by:

- a. Replacing “proprietary” with “*Dealer Member account*”.

15. Clause 7103(2)(i) is amended by:

- a. Replacing “*non-client accounts*” with “*Dealer Related Person accounts*”.